

UNIVERSITY OF THE SOUTH PACIFIC SCHOOL OF AGRICULTURE AMENDMENT BILL 2019

SAMOA

Explanatory Memorandum

Object and Reasons:

The Bill seeks to amend the University of the South Pacific School of Agriculture Act 1977 (“principal Act”).

The objects of the Bill are:

- (a) to further clarify the existence of the University of the South Pacific (“University”) as a legal entity in Samoa; and
- (b) to give effect to the University of the South Pacific Convention (“USP Convention”) recognizing the University of the South Pacific in Samoa and other Member Countries of the University.

Clauses:

Clause 1: - states that, when enacted, the Bill will be called the University of the South Pacific School of Agriculture Amendment Act 2019, and will commence on the date of its assent by the Head of State.

Clause 2: - amends the title of the principal Act by omitting “School of Agriculture”.

- Clause 3:** - amends the long title of the principal Act to reflect the inclusion of the provisions of the USP Convention.
- Clause 4:** - inserts a new Part 1 heading - **PRELIMINARY** before section 1 of the principal Act.
- Clause 5:** - amends section 1(1) of the principal Act by omitting "School of Agriculture".
- Clause 6:** - amends section 2 of the principal Act to insert new definitions.
- Clause 7:** - inserts new section 2A and Part 2 of the principal Act to provide for the application of the USP Convention and the establishment of the University.
- Clause 8:** - inserts a new Part heading before section 3 of the principal Act to provide for the establishment of schools of the University.
- Clause 9:** - inserts a new Part 4 heading - **LEASES AND ASSETS** after section 5 of the principal Act.
- Clause 10:** - inserts a new Part 5 heading - **MISCELLANEOUS** after section 7 of the principal Act.
- Clause 11:** - inserts new section 9 into the principal Act to provide for the Regulations making power of the Head of State in relation to matters necessary or expedient for carrying out the purposes of the principal Act.
- Clause 12:** - provides for transitional matters.

- Clause 13:** - substitutes Schedule of the principal Act with Schedule 1 and inserts new Schedule 2 (University of the South Pacific Convention), Schedule 3 (University of the South Pacific Charter) and Schedule 4 (University of the South Pacific Statutes).



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(Hon LOAU Solamalemalo Keneti Sio)

MINISTER OF EDUCATION, SPORTS AND CULTURE

**UNIVERSITY OF THE SOUTH PACIFIC SCHOOL
OF AGRICULTURE AMENDMENT BILL 2019**

SAMOA

Arrangement of Provisions

1. Short title and commencement
 2. Title of the principal Act amended
 3. Long title of the principal Act amended
 4. New Part 1 heading inserted
 5. Section 1 amended
 6. Section 2 amended
 7. New provisions inserted
 8. New Part 3 heading inserted
 9. New Part 4 heading inserted
 10. New Part 5 heading inserted
 11. New section 9 inserted
 12. Transitional provision
 13. Schedule amended
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2019, No.

A BILL INTITULED

AN ACT to:

- (a) amend the University of the South Pacific School of Agriculture Act 1977 (“principal Act”);
- (b) establish the University of the South Pacific as a legal entity; and
- (c) give effect to the University of the South Pacific Convention recognising the University of the South Pacific in Samoa and other Member Countries of the University.

BE IT ENACTED by the Legislative Assembly of Samoa in Parliament assembled as follows:

1. Short title and commencement:

This Act may be cited as the University of the South Pacific School of Agriculture Amendment Act 2019 and commences on the date of assent.

2. Title of the principal Act amended:

In the title of the principal Act omit “School of Agriculture”.

3. Long title of the principal Act amended:

For the Long title of the principal Act substitute:

“An Act to:

- (a) give effect to the University of the South Pacific Convention;
- (b) establish the University of the South Pacific as a body corporate;
- (c) establish the University of the South Pacific School of Agriculture, Alafua, Samoa;

- (d) authorise the establishment of other schools, institutions or bodies of the University of the South Pacific;
- (e) authorise the granting of leases and the transfer of other assets to the University of the South Pacific; and
- (f) for other related purposes.”.

4. New Part 1 heading inserted:

Before section 1 of the Principal Act insert “**PART 1 - PRELIMINARY**” as new Part heading.

5. Section 1 amended:

In section 1(1) of the principal Act, omit “School of Agriculture”.

6. Section 2 amended:

Section 2 of the principal Act is amended as follows:

- (a) in definition of “School”, for “section 3” substitute “section 4”;
- (b) for the definition of “University” substitute as follows:

““University” means the University of the South Pacific established under section 3 and under the USP Charter.”;

- (c) insert in the alphabetical order the following new definitions:

““Minister” means the Minister responsible for Education;

“Member Countries” has the same meaning under Article 2 of the USP Convention as set out in Schedule 2;

“University of the South Pacific Charter” or “USP Charter” means the Charter of the University set out in Schedule 3, and includes any amendments to the USP Charter;

“University of the South Pacific Convention” or “USP Convention” means the Convention recognising the University of the South Pacific in Member Countries of the University signed and ratified by Samoa on 25 May 2017 in Majuro, Republic of the Marshall Islands as set out in Schedule 2;

“University of the South Pacific Statutes” or “USP Statutes” means the Statutes of the University set out in Schedule 4, and includes any amendments;” and

- (d) renumber the current provision in section 2 as subsection (1) and insert the following:

“(2) In interpreting the USP Convention, regard may be made to:

- (a) the USP Charter as set out in Schedule 3; and
- (b) the USP Statutes as set out in Schedule 4.”.

7. New provisions inserted:

After section 2 of the principal Act insert the following:

“2A. Application of the USP Convention:

- (1) The USP Convention, to the extent it applies to the recognition and operations of the University in Samoa, shall have the force of law in Samoa.
- (2) The Minister may after any amendment to the USP Convention is made, provide a copy of the amendment to be published in the Savali or any other newspaper in Samoa.”.

PART 2
ESTABLISHMENT OF THE UNIVERSITY

2B. Establishment of the University:

The University is established as a body corporate with perpetual succession and a common seal, and is capable of:

- (a) entering into contracts, acquiring, holding and disposing of real and personal property; and
- (b) suing and being sued; and
- (c) doing all other things that a body corporate may lawfully do under the laws of Samoa.

2C. National Treatment:

(1) The University shall enjoy national treatment under the laws of Samoa.

(2) For the purpose of this section:

“national treatment” means that in regards to the operations of the University in Samoa, the University must enjoy the same rights and all advantages that a national of Samoa is accorded in Samoa; and

“nationals” includes natural persons and legal entities which are treated under the laws of Samoa as nationals of Samoa.”.

8. New Part 3 heading inserted:

Before section 3 of the principal Act insert “**PART 3 - ESTABLISHMENT OF SCHOOLS OF THE UNIVERSITY**” as a new Part heading.

9. New Part 4 heading inserted:

After section 5 of the principal Act insert **"PART 4 - LEASES AND ASSETS"** as a new Part heading.

10. New Part 5 heading inserted:

After section 7 of the principal Act insert **"PART 5 - MISCELLANEOUS"** as a new Part heading.

11. New section 9 inserted:

After section 8 of the principal Act insert:

"9. Regulations:

The Head of State shall make Regulations necessary or expedient for carrying out the purposes of this Act."

12. Transitional provision:

At the commencement of this Act, a reference in any enactment or document to the principal Act must, unless the context otherwise requires, be read as the University of the South Pacific Act 1977.

13. Schedule amended

In the principal Act, the Schedule is amended as follows:

- (a) for "Schedule" substitute "Schedule 1"; and
- (b) insert the following new Schedules:

“SCHEDULE 2
USP CONVENTION
RECOGNISING THE UNIVERSITY OF THE SOUTH
PACIFIC IN EACH MEMBER COUNTRY OF THE UNIVERSITY
(Section 2)

The Governments of the Cook Islands, Republic of Fiji, Republic of Kiribati, Republic of Marshall Islands, Republic of Nauru, Niue, Independent State of Samoa, Solomon Islands, Tokelau, Kingdom of Tonga, Tuvalu, Republic of Vanuatu.

RECOGNISING the establishment in 1968 of a university for the South Pacific, designated as The University of the South Pacific (“USP”), and the grant of a Royal Charter by Her Majesty Queen Elizabeth II in 1970, and that USP will celebrate its 50th anniversary in 2018;

ACKNOWLEDGING the important contribution made since its inception by USP within the Pacific region and recognising the unique position of USP in promoting the delivery of education and knowledge within a vibrant cultural context and respect for diversity of cultures across its Member Countries;

BELIEVING that the Pacific region benefits its communities, cultural integrity and economic development in the region through USP with the delivery of education, research, knowledge transfer, cultural awareness and respect and engagement of its alumni within and for the region;

WISHING to continue to recognise all of the contributions made by USP and its alumni within and for the benefit of Member Countries and to the Pacific more generally;

SEEKING to secure the on-going operation of USP for the educational and employment opportunities for its students and the economic and cultural benefit of its Member Countries and any other countries of the Pacific which wish to become members of USP;

PROMOTING AND SUPPORTING regional co-operation and integration of educational outcomes, enhancing employment opportunities and strengthening cultural ties across Member Countries and in the Pacific more generally;

DETERMINED to work in partnership with each other and with others beyond the Pacific region to achieve our shared goals of economic growth and sustainable development within the cultural framework of our communities and to work together to achieve employment opportunities, good governance and security in the Pacific;

AFFIRMING the equality of all its Member Countries;

HAVE AGREED AS FOLLOWS:

Article I
Scope of Application

This Convention shall apply to the treatment of USP by Member Countries and by persons or legal entities under each of their jurisdictions or control.

Article II
The University of the South Pacific

1. USP is recognised for having delivered post-secondary and tertiary educational opportunities since 1968 to the populations of the Pacific and beyond.
2. The Member Countries of USP comprise the Cook Islands, Republic of Fiji, Republic of Kiribati, Republic of Marshall Islands, Republic of Nauru, Niue, Independent State of Samoa, Solomon Islands, Tokelau, Kingdom of Tonga, Tuvalu, Republic of Vanuatu and such other states which in the future may be admitted to membership with the approval of the USP Council.

Article III
Purpose

The Member Countries renew their commitment to, and continue their participation in USP and to make provision for the continued operation and further development of USP in each Member Country.

Article IV
The USP Council

1. The USP Council operates in accordance with the Royal Charter and the University's Statutes which are annexed in the Schedule to this Convention and nothing in this Convention alters the operation of the Royal Charter or the University's Statutes, or prevents or affects their amendment as provided for in those instruments.

2. The Royal Charter recognises the founding Member Countries and new members which have been admitted to USP in accordance with the terms of the Royal Charter or pursuant to other arrangements approved by the Council.
3. Australia and New Zealand are each entitled to participate in USP through membership of the Council.
4. The Pacific Islands Forum Secretariat is entitled to participate in USP through membership of the Council.
5. Alumni, staff and students are entitled to participate in the governance of USP through membership of the Council.
6. The USP Council may as it sees fit invite other persons to participate in Council as provided by the University's Statutes.
7. The USP Council meets in Member Countries and such other places as it sees fit.

Article V

Legal Status and National Treatment

1. USP shall enjoy the legal capacity of a body corporate within the jurisdictions of its Member Countries and shall enjoy national treatment in each of those jurisdictions.

2. National treatment means that as regards operations of USP in each Member Country, the Member Country shall grant the same rights to USP as it grants its own nationals. "Nationals" means legal entities incorporated under the laws of the Member Country.

The national treatment rule applies to all advantages that the laws of a Member Country grants to nationals.

Article VI

Financial Sustainability

1. The Member Countries acknowledge that the success of USP is dependent on predictable and reliable financial support from them as USP's owners.
2. The partnerships between Member Country governments, development partners, student support through payment of tuition fees and other fees and other sources of income provides financial viability for USP.

Article VII

Settlement of disputes

1. In the event of a dispute between the Member Countries in relation to the operations of USP or between one or more Member Countries and USP concerning the interpretation or application of this Convention, the parties to the dispute agree to resolve the dispute in a manner that best preserves the operation and intentions set out in the Royal Charter, the University's Statutes and under this Convention.

2. The parties shall consult with a view to the settlement of the dispute by negotiation or by any other means of settling disputes acceptable to them.

Article VIII
Signature, Ratification, Accession,
Entry into Force and Denunciation

1. This Convention shall be open for signature by the Governments of the Cook Islands, Republic of Fiji, Republic of Kiribati, Republic of Marshall Islands, Republic of Nauru, Niue, Independent State of Samoa, Solomon Islands, Tokelau, Kingdom of Tonga, Tuvalu, Republic of Vanuatu until it enters into force or for twenty four months, whichever period is longer.
2. This Convention is subject to ratification and enters into force thirty days after six (6) Member Countries have deposited their instrument of ratification with the depository.
3. In respect of any Member Country which subsequently deposits its instrument of ratification with the depository, the Convention shall enter into force for that Member Country thirty days after the date of receipt by the depository of that Member Country's instrument of ratification.
4. The signature of a Member Country shall not be taken as extending the rights and obligations set forth in this Convention to any territories which are related to but not within the jurisdiction of the Member Country.

5. The depository shall inform Member Countries of the entry into force of this Convention pursuant to this Article.
6. A Member Country which does not sign the Convention within the period referred to in paragraph 1 of this Article, may accede to this Convention by depositing an instrument of accession with the depository and the Convention shall enter into force for that Member Country thirty days after the date of receipt by the depository of that Member Country's instrument of accession.
7. Other nation states may, with the approval of USP Council, accede to this Convention. By acceding to this Convention, a nation state becomes a Member Country of USP. For a state admitted to membership in USP in accordance with this paragraph, the Convention shall enter into force on the date of receipt by the depository of that nation state's instrument of accession, or the date of the entry into force of the Convention generally in accordance with paragraph 2 of this Article, whichever is the later.
8. Any Member Country may denounce this Convention by notification addressed to the depository and copied to the Secretary of the USP Council. Such notification may be accompanied by a written statement of the reasons for its denunciation, which shall be transmitted by the depository to all other Member Countries. The denunciation shall take effect one year after the day upon which the depository has received the notification, unless the notification is earlier withdrawn.

Article IX
Depository

1. The original of this Convention shall be deposited with the Government of the Republic of Fiji which shall be the depository of this Convention.
2. The depository shall transmit certified copies to all Member Countries and USP.

Article X
Amendments

1. A Member Country may propose amendments to this Convention. The proposed amendments shall be submitted to the depository which shall circulate it immediately to all other Member Countries and to USP.
2. If a majority of Member Countries request the depository to convene a meeting to consider the proposed amendments, the depository shall as soon as practicable, through USP, invite all Member Countries to attend such a meeting to begin no sooner than thirty days after the invitations are issued. Any amendment adopted at the meeting by a majority of two thirds of Member Countries shall be laid down in a protocol which is open for signature by all Member Countries.

3. The protocol shall enter into force thirty days after a majority of Member Countries have deposited their instrument of ratification of the protocol with the depository. For each Member Country depositing its instrument of ratification of the protocol after its entry into force, the protocol shall enter into force for that Member Country thirty days after the date of receipt by the depository of that Member Country's instrument of ratification.

OPENED FOR SIGNATURE at Majuro in the Republic of the Marshall Islands
this 25th day of May 2017.

SCHEDULE 3
(Section 2)

THE CHARTER OF THE UNIVERSITY

AT THE COURT AT BUCKINGHAM PALACE
THE 4TH DAY OF FEBRUARY 1970 PRESENT

THE QUEEN'S MOST EXCELLENT MAJESTY IN COUNCIL

WHEREAS there was this day read at the Board the Draft of a Charter for constituting a Body Corporate under the name and style of "The University of the South Pacific".

HER MAJESTY, having taken the said Draft into consideration, was pleased, by and with the advice of Her Privy Council, to approve thereof, and to order, as it hereby ordered, that the Right Honourable Michael Stewart, one of her Majesty's Principal Secretaries of State, do cause a Warrant to be Prepared for her Majesty's Royal Signature, for passing under the Great Seal a Charter in conformity with the said Draft, which is hereunto annexed.

W. G. AGNEW

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS Our Principal Secretary of State for Foreign and Commonwealth Affairs has on behalf of the Interim Council of the University of the South Pacific and in accordance with the wishes of the Governments of the British Solomon Islands, Fiji and the Gilbert and Ellice Islands and after consulting Our High Commissioner for the Western Pacific as regards the interests of the people of the New Hebrides, represented unto Us that it is expedient that We should constitute and found a University of the South Pacific for the maintenance, advancement and dissemination of knowledge by teaching, consultancy and research and otherwise and for the provision at appropriate levels of education and training responsive to the well-being and needs of the communities of the South Pacific and should grant a Charter with such provisions in that behalf as shall seem to Us right and suitable:

AND WHEREAS the Governments of the Cook Islands, the Republic of Nauru, Niue, the Tokelau Islands, the Kingdom of Tonga, and the Independent State of Western Samoa have also expressed the wish that such a University should be established.

NOW THEREFORE KNOW YE that We by virtue of Our Prerogative Royal in respect of Fiji and of Our especial grace, certain knowledge and mere motion have willed and ordained and by these Presents do for Us, Our Heirs and Successors will and ordain as follows:-

1. There shall be and is hereby constituted and founded for the communities of the South Pacific a University with the name and style of "The University of the South Pacific" (in this Our Charter referred to as "the University").
2. The Chancellor, the Pro-Chancellor, the Vice-Chancellor and all other persons who are for the time being members of the University pursuant to this our Charter and the Statutes of the University are hereby constituted and henceforth forever shall be one Body Politic and Corporate with perpetual succession and a Common Seal by the name and style of "The University of the South Pacific" with power and capacity in that name to sue and be sued, to take, purchase, hold, charge, sell, exchange, demise or otherwise dispose of real and personal property, to invest, lend or borrow money, and, subject to this Our Charter, to perform such other acts as by law Bodies Corporate that are created by Charter may do; and the University shall have the constitution and powers and be subject to the provisions in this Our Charter prescribed or contained.
3. The objects of the University shall be the maintenance, advancement and dissemination of knowledge by teaching, consultancy and research and otherwise and the provision at appropriate levels of education and training responsive to the well-being and needs of the communities of the South Pacific.

4. The University shall, subject to this Our Charter and the Statutes, have the following powers:
- (a) to institute Professorships, Readerships and Lectureships and other offices of any kind and whether academic or not as the University may consider appropriate; to appoint persons to and to remove them from such offices and to prescribe their conditions of service and to provide for their discipline;
 - (b) to accord the status of members of the academic staff of the University to such persons for such purposes and periods as the University may from time to time determine;
 - (c) to prescribe in the Statutes, Ordinances or Regulations the conditions under which persons and categories of persons shall be admitted to the University for the purpose of pursuing any programme of course of study therein;
 - (d) to provide through programmes and courses of study and otherwise instruction and training at such levels and by such means, including extramural tuition, as the University may think fit and to make provision for consultancy and research and for the maintenance, advancement and dissemination of knowledge in such manner as the University may determine;
 - (e) to institute awards such as Fellowships, Scholarships, Bursaries, Studentships, Prizes and other aids to study and research;
 - (f) to accept examinations passed and periods of study spent at other universities and other institutions or bodies as equivalent to such examinations and periods of study in the University as the University may determine and to revoke such acceptance at any time;

- (g) to grant and confer, under conditions laid down in the Statutes, Ordinances or Regulations, Degrees, Diplomas, Certificates and other distinctions or awards of study approved by the University and have qualified for such grant in accordance with the requirements of the University;
- (h) to confer distinctions including Honorary Degrees on approved persons: provided that all such distinctions shall be conferred subject to any provisions which are or may be made in reference thereto in the Statutes, Ordinances or Regulations;
- (i) on what the University shall consider to be good cause, to deprive persons of or revoke any Degrees, Diplomas, Certificates or other distinctions or awards granted or conferred by the University;
- (j) to make provision for research, design, development, testing and advisory services and, with these objects, to enter into such arrangements with other institutions or bodies as the University may consider desirable and to charge to the users of those services such fees as the University may consider appropriate;
- (k) to provide for the discipline of the students of the University;
- (l) for the better provision of education, training, consultancy and research for the communities of the South Pacific, to affiliate, associate with or co-operate with other institutions or bodies, to appoint one or more representatives thereto, to recognize selected members of the staff thereof as members of the academic staff of the University, to admit selected members of the academic staff of the University, to admit selected members thereof to any of the privileges of the University, and to accept attendance to courses of study therein for the purposes of programmes and courses of study in the University (in all cases upon such terms and conditions as the University may from time to time determine); and to revoke or terminate at any time any such affiliation, association, co-operation, appointment, recognition, admission or acceptance;

- (m) to enter into any agreement for the incorporation in the University of any other institution or body and for taking over the rights, properties, liabilities and engagements thereof;
- (n) to provide for such printing and publication as the University may consider appropriate to the furtherance of its objects;
- (o) to determine, demand and receive fees;
- (p) to provide buildings, to maintain, manage, deal with, dispose of and, subject to this Our Charter and the Statutes, to invest all the property, money, assets and rights of the University and to enter into engagements and to accept obligations and liabilities in all respects without any restriction whatsoever and in the same manner as an individual may manage his own affairs;
- (q) to establish and maintain and to administer and govern institutions for the residence of students and to license and supervise such institutions and other places of residence whether or not maintained by the University;
- (r) to raise money and procure contributions to the funds of the University in such manner and for such purposes as the University may from time to time think fit;
- (s) to act as trustee or manager of any property, legacy, endowment, bequest or gift held in furtherance of the objects of the University; and to invest any funds representing the same in accordance with the Statutes;
- (t) to give guarantees for the payment of any sum or sums of money or the performance of any contract or obligation by any company, body, society or person if the University considers it to be expedient and consistent with its objects to do so;

- (u) to provide for reward or otherwise, to the extent that the University may consider expedient and consistent with its objects, goods and services (including, without limiting the generality of the foregoing, residential accommodation) for members of the University and their families, guests and servants and, where appropriate for members of the public. *Incorporates amendments approved by Her Majesty Oct 2008 and Dec 2009;*
- (v) to pay travelling allowances and expenses to the Chancellor and to any member of the Council or the Senate or any committee of the Council or the Senate in respect of any travel arising out of and in the course of the exercise of his powers or the performance of his duties and functions as Chancellor or member as aforesaid;
- (w) to enter into contracts of insurance insuring the Chancellor and any member of the Council or the Senate or any committee of the Council or the Senate against loss from personal accident arising out of and in the course of the exercise of his powers or the performance of his duties and functions as Chancellor or member as aforesaid, and to pay the premiums payable in respect of those contracts;
- (x) as appropriate, to continue and expand the work and activities hitherto carried on by the Interim Council of the University of the South Pacific;
- (y) to take over from the Interim Council of the University of the South Pacific its rights, properties, liabilities and engagements;
- (z) to do all such other acts and things whether incidental to the powers aforesaid or not as the University may consider to be necessary or expedient in order to further its objects.

5. There shall be a Chancellor of the University who shall be the titular head of the University.
6. There shall be a Pro-Chancellor of the University, who shall be Chair of the Council and preside over its meetings. In the absence of the Chancellor or during a vacancy in the office of Chancellor, the Pro-Chancellor shall exercise and perform, subject to the Statutes, all the functions of the Chancellor.
7. There shall be a Vice-Chancellor of the University, who shall be the chief academic and administrative officer of the University.
8. There shall be one or more Deputy Vice-Chancellors of the University who shall, subject to the Statutes, exercise and perform such of the powers and functions of the Vice-Chancellor as the Vice-Chancellor or, if the Vice-Chancellor should be incapacitated, the Council may delegate.
9. There shall be a Registrar of the University who shall be responsible for such aspects of the administration of the University as the Vice-Chancellor may from time to time determine.
10. There shall be such other officers of the University as the Council may from time to time determine.
11. The first Chancellor, Pro-Chancellor, Vice-Chancellor and Registrar shall be the persons named in the First Schedule to this Our Charter.
12. Article 12 Deleted.

13.
 - (1) There shall be a Council of the University (in this Our Charter referred to as “the Council”) which, subject to this Our Charter and the Statutes, shall be the governing body of the University.
 - (2) The Council shall have the custody and use of the Common Seal and shall be responsible for the governance of the University. *Incorporates amendments approved by Her Majesty Oct 2008 and Dec 2009.*
 - (3) The Council shall have general control over the conduct of the affairs of the University, and may exercise on behalf of the University all powers conferred on the University by this Our Charter, and shall have all such other powers, duties and functions as may be conferred upon it by Statutes.

14. There shall be a Senate of the University (in this Our Charter referred to as “the Senate”) which, subject to the powers, duties and functions of the Council as provided in this Our Charter and the Statutes, shall be responsible to the Council for the teaching, research and other academic work of the University, for ensuring the quality of such teaching, research and other work, and for the regulation and oversight of the education, training and discipline of the students of the University.

15.
 - (1) Subject to this Our Charter and the Statutes, there shall be constituted such other institutions or bodies and such committees as the Council and the Senate or either of them may from time to time consider necessary or expedient for the administration of the affairs of the University.
 - (2) The Council and the Senate may each by resolution and written notice to the person or body delegate any of their powers, duties and functions to:
 - (a) a member or sub-committee of the Council or Senate; or

- (b) the Vice-Chancellor or other employee of the University.
 - (3) Subsection (2) does not apply to the general power of delegation or any powers, duties or functions which this Charter or Statutes specify may not be delegated.
 - (4) The Statutes or the delegation itself may limit the exercise of any delegation.
 - (5) Unless and until any such delegation is revoked, it shall continue in force according to its tenor.
16. (1) There shall be an organization of the students of the University.
- (2) The University shall in no way be liable for the debts, liabilities and other obligations incurred or for any act done or omitted to be done by such organization of the students.
17. Subject to this Our Charter, the Statutes may prescribe or regulate as the case may be:
- (a) The status, appointment and continuance in office of the Chancellor, Pro-Chancellor, Vice-Chancellor, Deputy Vice-Chancellor, Registrar and other officers of the University.
 - (b) The constitution, powers, duties and functions (as the case may be) of the Council and the Senate.
 - (c) All such other matters as the Council may think fit and meet with respect to or for the governing of the University, its members and constituent parts or otherwise for the promotion of the objects of this Our Charter.
18. (1) The Statutes set out in the Second Schedule to this Our Charter shall be the first Statutes of the University and shall remain in force except insofar as they are added to, amended or repealed in the manner prescribed in paragraph (2) of this Article. *Incorporates amendments approved by Her Majesty Oct 2008 and Dec 2009.*

- (2) The Council may by Special Resolution make Statutes which may add to, amend or repeal the Statutes for the time being in force, provided that any such addition, amendment or repeal is not repugnant to this Charter.
19. Subject to this Our Charter and the Statutes, the Council may make Ordinances and the Senate may make Regulations to direct and regulate the University and its authorities and members. The power to make Ordinances and Regulations shall include the power to add to, amend or repeal Ordinances and Regulations theretofore made.
20. The Statutes may direct that any of the matters authorized or directed in this Our Charter to be prescribed or regulated by Statute shall be further prescribed or regulated by Ordinance or Regulation: provided that any such further prescription or regulation shall not be repugnant to this Our Charter or the Statutes.
21.
 - (1) It shall be the duty of the Council to refer to the Senate any matter which the Council considers to bear directly on the academic responsibilities of the Senate and which has not been previously considered by the Senate or which, in the opinion of the Council, ought to be dealt with by the Senate.
 - (2) It shall be the duty of the Senate to bring before the Council any matters coming before the Senate which the Senate considers to have financial implications or in any way to affect the general well-being of the University or its relationship with persons or bodies outside the University.

22. No person shall be prevented from admission as a student, from appointment as a member of staff of the University, from holding any office, advantage or privilege at the University, or from graduating from the University by reason of his or her religious or political beliefs, ethnicity or by reason of any disability that person has.
23. (A) It shall be the responsibility of the University to adopt codes to ensure that the principles of academic freedom are preserved and enhanced.
(B) Men and women shall be equally eligible for any office or appointment in the University or for membership of any institution, body or committee of the University, and all Degrees, Diplomas, Certificates, and other distinctions or awards and all programmes and courses of study in the University shall be open to men and women alike.
24. The University shall not make any dividend, gift, division or bonus in money unto or between any of its members except by way of prize, award or special grant.
25. (1) The Council may at any time add to, amend or repeal this Our Charter by a Special Resolution and such addition, amendment or repeal shall, when allowed by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforth continue and operate as so added to, amended or repealed in manner aforesaid.

- (2) This Article shall apply to this Our Charter as added to, amended or repealed in manner aforesaid.
- 26.
- (1) For the purpose of this Our Charter, a “Special Resolution” means a Resolution passed at one meeting of the Council by a majority of not less than three-fourths of those present and voting, of which meeting notice has been given to each member of the Council not less than fourteen days before the meeting is held, and confirmed by a Resolution passed by a like majority at the next subsequent meeting of the Council of which meeting like notice has been given and which is held not less than one (1) calendar month after the former meeting. *Incorporates amendments approved by Her Majesty Oct 2008 and Dec 2009.*
 - (2) Except in the case of the Resolution required to be passed at the first of the two meetings referred to in paragraph (1) of this Article, a Resolution shall be deemed to have been passed at a meeting of the Council if it is passed without a meeting in accordance with a procedure to be prescribed by the Statutes under which the Resolution is circulated to all members for the time being of the Council and approved by the signature of not less than three-fourths of those members including such number of members from countries in the South Pacific other than Fiji as is specified in the said Statutes: provided that any member of the Council may be notice to the University require that the Resolution be not passed except at a meeting of the Council.
27. The Council may by simple majority approve the appointment of a Visitor of the University for such period and with such duties as the Council determines. The Visitor’s decision on matters within his or her jurisdiction shall be final.

28. Our Royal Will and Pleasure in that this Our Charter shall ever be construed benevolently and in every case most favourably to the University and the promotion of the objects of this Our Charter.

IN WITNESS whereof We have caused these Our letters to be made Patent.

WITNESS Ourselves at Westminster the tenth day of February in the nineteenth year of Our Reign.

**DOBSON
BY WARRANT UNDER THE QUEEN'S SIGN MANUAL**

**SCHEDULE 4
(Section 2)**

USP STATUTES

STATUTES OF THE UNIVERSITY OF THE SOUTH PACIFIC

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PART 1

PRELIMINARY

1. Definitions:

(1) In these statutes, unless the context otherwise requires:

“**academic staff**” means Professors, the University Librarian, Associate Professors, Senior Lecturers and Lecturers of the University; and includes such other persons and categories of persons as the Council shall determine;

“**academic unit**” means faculties, schools, departments, institutes, centres and other academic divisions requiring specific budgetary allocation;

“**Charter**” means the Charter of the University;

“**Council**” means the Council of the University;

“**Executive Committee**” means the Executive Committee of the Council;

“**Member country**” refers to the countries referred to in Statute 12(1)(c), (d) and (e);

“Ordinances” means Ordinances made pursuant to the Charter or these Statutes;

“Region” means the geographical area comprising the member countries of the University and “regional member” refers to those member countries or their appointees on the Council;

“Regulations” means Regulations made pursuant to the Charter or these Statutes;

“Senate” means the Senate of the University;

“Students’ Association” means the Students’ Association of the University or such other organisation of the students of the University as is recognised by the Council for the purposes of these Statutes;

“University” means the University of the South Pacific;

“Year” means a calendar year.

- (2) Words defined in the Charter or these Statutes shall have the same meaning in the Ordinances and Regulations unless the context otherwise requires.
- (3) Where the name of any University officer or position or any member country changes, but the office, position or country remains the same or substantially the same as that described in these Statutes, these Statutes shall be read as if they referred to the same officer, position or country.

2. Interpretation of Statutes:

These Statutes shall be interpreted in such manner as not to conflict with the Charter.

3. Commencement:

- (1) These Statutes take effect on 17 May 2016.

- (2) The Statutes with an effective date of 1 August 2009 cease to have effect from the day of commencement of the amended Statutes, subject to this Statute and the transitional provisions in Statute 35.
- (3) Any ordinances or regulations made or authorised by the Council of the University under the provisions of repealed Statutes:
 - (a) continue in force as if they had been made under these Statutes;
 - (b) may be amended and revoked accordingly.
- (4) Every action and decision of the Council, the Senate of University or an officer of the University which was properly taken under the repealed Statutes shall be deemed to have been properly taken under these Statutes.

PART 2

OFFICERS OF THE UNIVERSITY

4. Officers of the University:

- (1) The officers of the University are:
 - (a) the Chancellor;
 - (b) the Pro-Chancellor;
 - (c) the Vice-Chancellor (who may also be referred to as the President);
 - (d) one (1) or more Deputy Vice-Chancellors; and
 - (e) Vice-Presidents.
- (2) The Council may appoint such other officers as it thinks fit with such duties, and upon such terms and conditions, as it determines.

5. The Chancellor:

- (1) The Chancellor shall be appointed by the Council from one of the member countries.

- (2) The Chancellor shall hold office for a term of one year.
- (3) The Chancellor may resign by writing addressed to the Council or may be removed by resolution of the Council.
- (4) If the office of Chancellor becomes vacant before the expiration of his or her term of office, the vacancy shall be filled at the next meeting of the Council or the Executive Committee (whichever occurs first) by another person from that member country for the remainder of his or her predecessor's term.

6. The Pro-Chancellor:

- (1) The Pro-Chancellor shall be appointed by the Council, provided that the Pro-Chancellor shall not be a member of staff or a student of the University.
- (2) The Pro-Chancellor shall hold office for a term of three (3) years.
- (3) The appointment of the Pro-Chancellor may be renewed by the Council for further terms of up to three (3) years.
- (4) If a person who is not a member of the Council is appointed Pro-Chancellor, that person shall on appointment become a member of the Council ex-officio.
- (5) If a member of the Council is appointed Pro-Chancellor, his or her position as a Council member becomes vacant, and a new member is to be appointed by the body which appointed that member.
- (6) The Pro-Chancellor may resign by writing addressed to the Council.
- (7) The Pro-Chancellor may be removed by resolution of the Council.
- (8) If the office of the Pro-Chancellor becomes vacant before the expiration of his or her term of office, the vacancy shall be filled at the next meeting of the Council for a term of up to three (3) years.

7. The Vice-Chancellor and President:

- (1) The Vice-Chancellor shall hold office for a term of five (5) years and on such other terms and conditions as the Council determines.
- (2) The Vice-Chancellor's contract may be renewed by the Council for further terms of up to five (5) years.
- (3) The Vice-Chancellor shall be appointed by the Council on the recommendation of a Joint Committee of the Council and the Senate to be established by the Council. The position shall be advertised internationally.
- (4) The Vice-Chancellor may resign by writing addressed to the Pro-Chancellor.
- (5) The Vice-Chancellor may be removed by resolution of the Council.
- (6) The Vice-Chancellor shall be responsible to the Council as the chief academic and administrative officer and President of the University.
- (7) The Vice-Chancellor shall exercise delegations of powers, duties and functions made by the Council or the Senate as those delegations are specified in writing.
- (8) The Vice-Chancellor, as prescribed in Statute 12, shall be a member of Council.
- (9) The Vice-Chancellor may invite staff members to attend meetings of Council.
- (10) The Vice-Chancellor, as prescribed in Statutes 24 and 25, shall be a member of the Executive Committee and an ex-officio member of all other committees of Council.
- (11) The Vice-Chancellor in consultation with the Pro-Chancellor shall determine whether the Executive Committee meets more regularly than as prescribed in Statute 24.
- (12) The Vice-Chancellor shall determine, as prescribed in Statute 9, those aspects of the administration of the University for which a Vice-President shall be responsible.

- (13) The Vice-Chancellor, as prescribed in Statute 26(3) may from time to time, either generally or particularly, by writing, delegate to any member of the staff of the University:
 - (a) any functions of the Vice-Chancellor under the Charter or Statutes; and
 - (b) such of the functions delegated by the Council to the Vice-Chancellor under this section as the Council may have approved.
- (14) The Vice-Chancellor shall be the Chair of the Senate and an ex-officio member of the Senate, as prescribed in Statute 27.
- (15) The Vice-Chancellor, as prescribed in Statute 30(3), shall be, unless otherwise specifically provided in any Statutes or Ordinances, an ex-officio member of all committees of the Senate.
- (16) The Vice-Chancellor, as prescribed in Statute 32, may:
 - (a) exclude or authorise the exclusion of any person from any part of the University or premises in use by it; or
 - (b) refuse to admit any person as a student of the University.
- (17) The Vice-Chancellor must report to each meeting of the Council on the working of the University.
- (18) A delegation under this Statute does not affect or prevent the performance of any function by the Vice-Chancellor and, as prescribed in Statute 26, does not affect the responsibility of the Vice-Chancellor for the actions of any person under the delegation.

8. Deputy Vice-Chancellors:

- (1) The Council shall determine from time to time the number of Deputy Vice-Chancellors of the University.

- (2) A Deputy Vice-Chancellor shall hold office for a term of five (5) years and on such other terms and conditions as the Council determines.
- (3) A Deputy Vice-Chancellor shall be appointed by the Council on the recommendation of a Joint Committee of the Council and the Senate to be established by the Council. The position shall be advertised internationally.
- (4) A Deputy Vice-Chancellor's contract may be renewed by the Council for further terms of up to five (5) years.
- (5) A Deputy Vice-Chancellor may resign by writing addressed to the Vice-Chancellor.
- (6) Deputy Vice-Chancellors shall carry out such duties as may be determined by the Vice-Chancellor.
- (7) The Vice-Chancellor may appoint an Acting Deputy Vice-Chancellor to act until an appointment is made under Statute 8(3).

9. Vice-Presidents:

- (1) A Vice-President shall hold office for a term of five (5) years and upon such terms and conditions as the Council determines.
- (2) A Vice-President shall be appointed by the Council on the recommendation of a Joint Committee of the Council and the Senate to be established by the Council. The position shall be advertised internationally.
- (3) A Vice-President's contract may be renewed by the Council for further terms of up to five (5) years.
- (4) A Vice-President may resign by writing addressed to the Vice Chancellor.
- (5) A Vice-President shall be responsible for such aspects of the administration of the University as the Vice-Chancellor may from time to time determine.
- (6) The Vice-Chancellor may appoint an Acting Vice-President to act until an appointment is made under Statute 9(2).

10. The Visitor:

- (1) The Council shall appoint a University Visitor who shall have jurisdiction to determine any disputes between the University and any member of staff, or the University and any student provided always that all internal avenues for resolution of disputes have been exhausted.
- (2) The term of office and duties of the Visitor shall be determined by the Council and set out in an Ordinance.

11. The Auditor:

- (1) The Council shall appoint a firm of auditors as the Auditor of the University for such period and on such conditions as the Council determines.
- (2) No firm shall be appointed as the Auditor if the firm, or any member of that firm engaged in the audit of the University, has a conflict of interest as defined in Statute 20(3):
- (3) If the office of the Auditor becomes vacant before the expiration of the term of office, the Council shall fill the vacancy as soon as practicable.
- (4) The Auditor may resign by writing addressed to the Council or may be removed by a resolution of the Council.
- (5) The Auditor shall be eligible for re-appointment.
- (6) The Auditor shall have the right of access at all reasonable times to such books, records, accounts and vouchers of the University and shall be entitled to require from the officers of the University such information and explanations as may be necessary for the performance of the auditor's duties.

PART 3
COUNCIL AND COUNCIL COMMITTEES

12. Council Membership:

- (1) The Council has the following members:
 - (a) the Pro-Chancellor;
 - (b) the Vice-Chancellor;
 - (c) one (1) member appointed by each of the governments of the following regional members each of which was a named country under the Charter (as the name may have been amended) or which has been subsequently admitted to the University as a Member country -
 - (i) Cook Islands;
 - (ii) Republic of Kiribati;
 - (iii) Republic of the Marshall Islands;
 - (iv) Republic of Nauru;
 - (v) Niue;
 - (vi) Solomon Islands;
 - (vii) Tokelau;
 - (viii) Tuvalu;
 - (ix) Kingdom of Tonga;
 - (x) Republic of Vanuatu;
 - (d) two (2) members appointed by the Government of Samoa;
 - (e) five (5) members appointed by the Government of the Republic of Fiji;
 - (f) one(1) member appointed by each of the Governments of Australia and New Zealand;
 - (g) the Secretary-General of the Pacific Islands Forum Secretariat or a nominee of the Secretary-General;
 - (h) two (2) professors of the University appointed by the University Senate in accordance with Statute 29(s);
 - (i) two (2) members of the University staff, at least one (1) of whom is a member of the non-professorial academic staff, to

- be elected or appointed in accordance with the relevant Ordinance;
- (j) two (2) registered students of the University to represent the student body, one (1) to represent the students based at the Laucala campus, and one (1) to represent students at other University campuses in the region, both students to be elected or appointed in accordance with the relevant Ordinance;
 - (k) up to seven (7) persons co-opted by the Council, at least one (1) of whom must be a graduate of the University and at least one (1) of whom must be a person from the Solomon Islands, each appointment to be made in accordance with the criteria set out in Statute 14 and in accordance with the relevant Ordinance.
- (2) The following people attend the Council as non-voting participants:
- (a) one (1) or more Deputy Vice-Chancellors or Vice-Presidents as are requested by the Vice-Chancellor;
 - (b) the Executive Director of Finance;
 - (c) other staff members at the request of the Vice-Chancellor;
 - (d) any other persons at the request of the Pro-Chancellor.

13. Alternate Members:

- (1) Each of the Member countries and both Australia and New Zealand shall appoint alternate members of the Council to attend Council meetings in the absence of the member appointed under Statute 12(1)(c), (d), (e) and (f).
- (2) Alternate members shall be appointed at the same time as members under Statute 12(1) and shall be renewed whenever a vacancy in the position of alternate member arises.

14. Criteria for Membership:

- (1) In co-opting a member to the University Council, the Council should have regard to the desirability of the presence on the Council of:

- (a) persons with expertise in management;
 - (b) professional, commercial and other significant interests in the community;
 - (c) graduates of the University;
 - (d) a reasonable geographical representation of the region;
 - (e) persons who provide a balance of age and gender;
 - (f) professional and regional bodies associated with programmes taught at the University;
 - (g) any institution or body which has affiliated or entered into association or is cooperating with the University; and
 - (h) experienced academics from outside the region who have a contribution to make to the deliberations of the Council.
- (2) In appointing members or alternate members, the member governments should have regard to the criteria set out in paragraph (1) and the desirability of appointing members who:
- (a) have existing knowledge of the University or similar institutions;
 - (b) are able to attend Council meetings and business on a regular basis.
- (3) The body which appoints or elects members (including alternate members) to the Council shall advise the Secretary of Council of any new appointment or election as soon as practicable.

15. The Deputy Chair of the Council / Deputy Pro-Chancellor:

- (1) The Council shall appoint from among its own members a Deputy Chair who is not a member of the academic staff or a student or a salaried officer of the University.
- (2) The Deputy Chair shall vacate office if he or she ceases to be a member of the Council.
- (3) The Deputy Chair presides over the Council in the absence of the Pro-Chancellor and may deputise for the Pro-Chancellor at other times at the request of the Pro-Chancellor or, if the Pro-Chancellor is not available.

- (4) The Deputy Chair shall hold office for a term of three years, and shall be eligible for reappointment for such further terms of up to three years as the Council decides.
- (5) The Deputy Chair may also be designated as the Deputy Pro-Chancellor.

16. Term of Office:

- (1) Members appointed under Statute 12(1)(c), (d), (e) and (f) and alternate members appointed under Statute 13 shall hold office for as long as they are appointed by their respective Governments.
- (2) The Secretary-General of the Pacific Islands Forum Secretariat or nominee of the Secretary-General shall hold office for as long as the Secretary-General decides.
- (3) Members of staff appointed under Statute 12(1)(h) and (i) shall hold office for a term of three (3) years unless they cease to be members of staff before the expiry of their term. Members of staff may be reappointed for further terms of up to three years.
- (4) Students of the University appointed under Statute 12(1)(j) shall hold office for a term of one (1) year unless they cease to be students of the University before the expiry of their term.
- (5) Members of the Council co-opted under Statute 12(1)(k) shall hold office for such term, not exceeding three (3) years, as the Council determines in each case at the time the co-option is made, provided that no co-opted member may serve for a continuous period exceeding nine (9) years.

17. Vacation of Office:

- (1) A member of the Council may resign as a member by writing to the Pro-Chancellor.

- (2) The Council may, by resolution, dismiss a member of the Council as a member if the member:
 - (a) is declared bankrupt;
 - (b) is convicted of an offence which the Council considers to render the member unfit for office;
 - (c) is absent without leave from two (2) consecutive meetings of the Council; or
 - (d) fails to comply with the disclosure requirements of Statute 20.
- (3) The Council may not dismiss a member of the Council unless that member has been given a reasonable opportunity of being heard by the Council.
- (4) The Pro-Chancellor, or the Deputy-Chair of the Council if acting as the Chair of the Council, shall send to a member of the Council dismissed under subsection (3) a letter setting out the terms of the resolution dismissing that member.

18. Casual Vacancies:

- (1) Subject to paragraph (3), if the office of a member of the Council becomes vacant before the end of the member's term of office, the body which appointed or elected that member shall fill the vacancy as soon as practicable.
- (2) Unless the Council stipulates a shorter term, the new member shall hold office for the same term as if he or she had been appointed for the first time under Statute 12(1).
- (3) If a vacancy occurs within six (6) months before the end of the member's term of office, the Council may decide that the vacancy need not be filled under this Statute.

19. Proceedings of the Council not affected by vacancies, etc:

Subject to the quorum requirements in Statute 22(3), no act or proceeding of the Council, any committee of the Council or any person acting as a member of the Council shall be invalidated in consequence of there being a vacancy or vacancies in the membership of the Council at the time of that

act or proceeding, or if there was some defect in the appointment or qualification of any member of the Council, or a defect in the convening of any meeting of the Council.

20. Disclosure of Interest:

- (1) A member of the Council, Senate or of a committee of the Council or Senate who has an interest in a matter being considered or about to be considered by the Council, Senate or the committee, as the case may be, shall, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest to the Pro-Chancellor or the chair of the body concerned.
- (2) A disclosure under subsection (1) shall be recorded in the minutes of the meeting of the Council, Senate or the committee of the Council and the member shall not, unless the Council, Senate or committee decides otherwise:
 - (a) be present at any deliberation of the Council, Senate or the committee with respect to that matter; or
 - (b) take part in any decision of the Council, Senate or the committee with respect to that matter.
- (3) For the purposes of this Statute and Statute 11 (The Auditor), a person has an interest in a matter if the matter relates to that person, or if a close family member or a business associate of that person has a financial interest (including any employment relationship) in relation to the matter being discussed or would otherwise be directly affected by the outcome of a decision in that matter.

21. Powers, Duties and Functions of the Council:

- (1) Subject to the Charter and these Statutes, the Council shall, in addition to all other powers vested in it, have the following powers, duties and functions:

- (a) to appoint the following -
 - (i) Chancellor, Pro-Chancellor and the Deputy Chair of the Council;
 - (ii) on the recommendation of a Joint Committee of the Council and the Senate, the Vice-Chancellor, Deputy Vice-Chancellors and the Vice-Presidents;
 - (iii) the University Visitor;
 - (iv) the external Auditor;
- (b) to set the direction for the University including approving its strategic plan and monitoring its implementation and operation;
- (c) after considering the views of Senate -
 - (i) to oversee, monitor and review the academic activities of the University;
 - (ii) to institute and confer degrees, diplomas, certificates or other distinction or award conferred by the University and, on good cause, to revoke any of the above;
 - (iii) to determine the terms and conditions under which any institution or body may affiliate to the University;
 - (iv) to review the work of the University, and, to take such steps as it considers appropriate for promoting the objects of the University and maintaining its efficiency and quality;
- (d) on the recommendation of a Joint Committee of the Senate and the Council, to grant any special academic distinctions, including honorary degrees;

- (e) to approve procedures for the appointment of members of the staff of the University and to provide a supportive and safe environment for all employees of the University;
 - (f) to oversee the governance and management of the finances, accounts, investments, property, business and all affairs whatsoever of the University including without limitation all matters in relation to student fees and staff entitlements;
 - (g) to foster close associations with alumni of the University, educational, commercial, professional, research and other appropriate organisations;
 - (h) to regularly assess the performance of the Council itself and the Pro-Chancellor, Vice-Chancellor, Deputy Chair and chairs of Council committees;
 - (i) to ensure that the University has in place appropriate risk management strategies and mechanisms for their implementation and reporting;
 - (j) to have the custody and use of the seal and to control the use of the arms and insignia of the University;
 - (k) to prescribe forms of official and academic dress;
 - (l) generally to exercise all such powers, duties and functions as are or may be conferred on the Council by the Charter and these Statutes, including the power to make Ordinances in the exercise of the powers, duties and functions expressly set out in these Statutes and of all other powers, duties and functions vested in the Council.
- (2) Before determining any question which the Council considers bear directly on the academic responsibilities of the Senate, and which has not been previously considered by the Senate, the Council shall ask the Senate for recommendations or report thereon and shall take into account any such recommendation or report.

22. Meetings of the Council:

- (1) The Council shall meet at least once each year.
- (2) A special meeting may be convened at any time on the written request of the Pro-Chancellor or at least ten members of the Council.
- (3) A quorum for all meetings of the Council shall be half of the current members, of whom not fewer than eight shall be members (or alternate members) appointed by the regional members.
- (4) Meetings of the Council shall be conducted in accordance with Statute 33 (Procedure).

23. Circulation of Council Resolutions:

- (1) At the discretion of the Pro-Chancellor or of the Executive Committee, anything that may be done by a resolution passed at a meeting of the Council may be done by the Council without a meeting by means of a resolution signed in accordance with paragraph (2).
- (2) For the purposes of this statute, a resolution shall be passed by the Council if:
 - (a) a copy of the resolution has been served in accordance with Statute 34 on each member of the Council at that member's last known address; and
 - (b) in the case of an ordinary resolution, the resolution is signed as approved by at least half of the members then holding office;
 - (c) in case of a special resolution, the resolution has been signed as approved by at least three quarters of the Council members and otherwise in accordance with Article 26(1) of the Charter.

24. Executive Committee of the Council:

- (1) The Council must establish an Executive Committee of the Council which shall undertake such duties as Council may from time to time delegate to the Committee.
- (2) The Executive Committee shall comprise:
 - (a) Pro-Chancellor;
 - (b) Vice-Chancellor;
 - (c) Deputy-Chair of the Council;
 - (d) Chairs of such other committees as the Council shall from time to time decide;
 - (e) not fewer than five members of the Council appointed by the region as members, at least one (1) of whom must be from Fiji;
 - (f) such other members of the Council, not exceeding three (3), as the Council may appoint for terms of up to three (3) years.
- (3) In appointing members of the Executive Committee under paragraph (2)(e) and (f), the Council shall have regard to the criteria set out in Statute 14 and shall endeavour to stagger the members' terms to ensure a balance of continuity and new membership.
- (4) The Executive Committee shall meet at least once every three (3) months, and at such other times as the Committee, or the Pro-Chancellor in consultation with the Vice-Chancellor, determines.
- (5) If, in an emergency, decisions are required for the governance of the University outside the scope the delegations by the Council, the Executive Committee may act on behalf of the Council but must immediately report the matter to members of the Council.
- (6) A quorum for all meetings of the Executive Committee shall be half of the current members of the Executive Committee, which number shall include not fewer than three (3) regional members of the Council.

25. Other Committees of Council:

- (1) The Council may from time to time establish such other standing or special committees as it may think fit.
- (2) The Council may appoint persons who are not members of the Council as members of committees (other than the Executive Committee) provided that Council members comprise at least half the members of any committee.
- (3) Every committee shall report to each meeting of the Council and, if required by the Council, to the Executive Committee of the Council.
- (4) Unless otherwise specifically provided in these Statutes, the Pro-Chancellor and the Vice-Chancellor shall be ex-officio members of all committees of the Council. In the absence of the Pro-Chancellor or the Vice-Chancellor, the Deputy Chair or a Deputy Vice-Chancellor respectively shall deputise on such committees.

26. Power of Delegation:

- (1) Subject to the Charter, the Council may by resolution from time to time, either generally or particularly, delegate to the Vice-Chancellor, Executive Committee or to any other committee of the Council any of its powers or functions under the Charter (other than the powers to appoint a Vice-Chancellor and to make statutes).
- (2) Any committee of the Council to which functions have been delegated under subsection (1) may, by writing signed by the Vice-Chancellor or by at least two (2) members of the committee, delegate such of those functions as the Council may have approved to a member of the staff of the University.
- (3) The Vice-Chancellor may from time to time, either generally or particularly, by writing, delegate to any member of the staff of the University:

- (a) any functions of the Vice-Chancellor under the Charter or Statutes; and
 - (b) such of the functions delegated by the Council to the Vice-Chancellor under this section as the Council may have approved.
- (4) Subject to any general or special directions given or conditions imposed by the Council or the Vice-Chancellor, as the case may be, a committee of the Council or a member of the staff of the University to which or to whom any functions are delegated under this section may perform those functions in the same manner and with the same effect as if they had been conferred on the committee or member of the staff directly by this Statute and not by delegation.
- (5) A delegation under this Statute does not affect or prevent the performance of any function by the Council or the Vice-Chancellor, as the case may be, or, affect the responsibility of the Council or the Vice-Chancellor for the actions of any person under the delegation.
- (6) A delegation under this Statute is revocable by writing at will and, until it is revoked, continues in force according to its tenor.

PART 4

THE SENATE

27. Composition of Senate:

- (1) The Senate shall consist of the following persons, namely:
- (a) ex-officio members being -
 - (i) the Vice-Chancellor (who shall be Chair of the Senate);
 - (ii) the Deputy Vice-Chancellor(s) and the Vice-Presidents;
 - (iii) the Pro Vice-Chancellors;
 - (iv) the Deans;

- (v) the Director, Centre for Flexible Learning;
 - (vi) the Director, Information Technology Services;
 - (vii) the University Librarian;
- (b) elected members being -
- (i) two (2) Heads of School per faculty to be elected by academic staff of the faculty;
 - (ii) three (3) Professors per faculty elected by academic staff of the faculty;
 - (iii) five (5) non-professorial academic staff to be elected by all academic staff, at least three (3) of whom shall be women;
 - (iv) three (3) Directors of Campus outside Fiji, at least one of whom shall be a woman, to be elected by all Directors of Campus;
 - (v) four (4) student members, at least two (2) of whom shall be women, to be appointed or elected in accordance with Ordinances of the University;
- (c) a member appointed from any academic institution which is affiliated or otherwise associated with the University, on such terms as the Council may from time to time determine.
- (2) Ex-officio members of the Senate shall hold office for as long as they continue to occupy the positions by virtue of which they became members.
- (3) Members of the Senate elected under paragraph (1)(b)(i) to (iv) shall hold office for a term of three (3) years, and may be re-elected for further terms of three (3) years.
- (4) Student members of Senate shall hold office for one (1) year.

- (5) A member of the Senate appointed under paragraph (1)(c) of this Statute shall remain in office unless the Council determines that the appointment of any such representative shall cease.

28. Role of Senate:

The Senate shall be the academic authority of the University and shall, subject to the powers, duties and functions referred to the Council by the Charter and these Statutes, take such measures and act in such manner as shall appear to it best calculated to promote academic excellence in the teaching, research, community service and other academic work of the University.

29. Powers of Senate:

The Senate shall, subject to the Charter and these Statutes, in addition to all other powers vested in it, have the following powers, duties and functions:

- (a) to advise the Council and report on matters pertaining to the quality of learning and teaching, research and scholarship and to recommend to the Council -
- (i) the establishment or discontinuation of degrees, diplomas, certificates and other distinctions and awards;
 - (ii) the terms and conditions under which any institution or body may partner in the provision of academic programs or credit transfer arrangements;
 - (iii) the appropriate provision of academic support for the progression and graduation of students; and
 - (iv) any matters referred to it by the Vice-Chancellor or by the Council;
- (b) to approve new academic programs and changes to existing academic programs, and to review all existing academic programs on a regular basis;

- (c) to approve, amend and revoke Academic Regulations and policies; and monitor compliance against these provisions;
- (d) to determine Regulations and policy regarding the admission, selection and enrolment of students;
- (e) to determine requirements to be satisfied by candidates for the award by the University of a degree, diploma or certificate;
- (f) to determine the terms and conditions of awards, scholarships, prizes and other forms of recognition governing academic matters;
- (g) to determine what formalities shall attach to the conferment of degrees, diplomas, certificates and other distinctions and awards and regulate the use of the University's academic dress;
- (h) to oversee academic support, to promote and enhance the quality of the student learning experience, and to regulate student discipline;
- (i) to approve, amend or revoke research Regulations and policies; and to monitor compliance against these provisions;
- (j) to exercise generally such other powers prescribed in the University Charters, Statutes, Ordinances and Regulations or given to it by the Council and appoint members of the Senate to be members of the Council under Statute 12(1)(h).

30. Meetings of Senate and Senate Committees:

- (1) A quorum for all meetings of the Senate shall be half the members of Senate and meetings shall be conducted in accordance with Statute 33 (Procedure).
- (2) The Senate may from time to time establish standing or special committees which may include persons who are not members of the Senate.

- (3) Unless otherwise specifically provided in any Statutes or Ordinances, the Vice- Chancellor shall be ex-officio member of all committees of the Senate. In the absence of the Vice-Chancellor, a Deputy Vice-Chancellor may deputise for the Vice- Chancellor on such committees.
- (4) The Senate may delegate any of its powers, duties and functions, including any powers, duties and functions which it has by delegation from the Council or any other body of person to any committee established under paragraph (3) of this Statute or to any person; and the committee or person may, without confirmation by the Senate, exercise those powers or perform those duties or functions in like manner and with the same effect as the Senate could itself have exercised or performed them: provided that the Council may prohibit, or impose conditions in respect of, the delegation by the Senate of any power, duty or function that is delegated to the Senate by the Council.
- (5) Every such delegation shall be revocable at will and no such delegation shall prevent the exercise of any power or the performance of any duty or function by the Senate.
- (6) Unless and until any such delegation is revoked, it shall continue in force according to its tenor.

PART 5

DISCIPLINE ETC OF STAFF AND STUDENTS

31. Discipline of Staff:

The Vice-Chancellor, Deputy Vice-Chancellor, the Vice-Presidents, the members of staff, and the holders of any other posts for this purpose by the Council from time to time, may be disciplined or removed from office in accordance with Ordinances made by the Council.

32. Admission and Discipline of Students:

- (1) Subject to these Statutes and any Ordinances and Regulations of the University, the Vice-Chancellor may:
 - (a) exclude or authorise the exclusion of any person from any part of the University or premises in use by it;
 - (b) refuse to admit any person as a student of the University.
- (2) The Vice-Chancellor shall report any such exclusion to the Senate at its next meeting.

PART 6
MISCELLANEOUS

33. Procedure:

The following provisions shall, except where other provision is expressly made in the Charter or these Statutes, apply to the Council, the Executive Committee, the Senate and any committee of either the Council or the Senate:

- (a) any appointed or elected member who is required by these Statutes to possess any qualification shall be deemed to have vacated his or her office if he or she ceases to possess that qualification;
- (b) any appointed, elected or co-opted member and the Chair (other than ex-officio Chair) may resign his or her office;
- (c) any appointed, elected or co-opted member and the Chair (other than ex-officio Chair) shall be eligible for re-appointment or re-election;
- (d) every matter shall be determined by the majority of the members present and voting on the question. In case of equality of votes, the person presiding at the meeting shall have a casting vote, whether or not he or she has voted on the motion;

- (e) subject to these Statutes, the bodies described in this Statute may determine the time and place of its meetings and the procedure to be followed at the meetings, and may make Standing Orders for the purpose of regulating its procedure.

34. Service of Notices and Documents:

- (1) Any notice or document required by or for the purpose of these Statutes to be given or sent to a member of the Council, Senate, the staff, students or graduates of the University may be given or sent either personally or by sending it by post or courier to the person's address as entered in the records of the University.
- (2) Notice may be effected by email or other electronic means only where receipt of that notice has been given by or on behalf of the intended recipient.
- (3) Where a notice or document is sent by post, service thereof shall be deemed to have been properly effected by addressing and posting a letter containing the notice or document, and shall be deemed to have been effected at the time at which the letter would in the ordinary course be delivered.

35. Transitional Provisions:

- (1) Officers of the University appointed prior to the adoption of these Statutes shall continue to hold office on the terms and conditions on which they were appointed.

- (2) Members of the Council and Senate (other than the officers) at the time of the adoption of these Statutes shall continue to hold office on the date of adoption and, if eligible for reelection or reappointment to the position to which they were elected or appointed exists under the new Statutes, may be elected or appointed to that position.

Approved by Council at its meeting C82 held on 17 & 18 May 2016".
